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March 9, 2001

Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: STB Ex Parte No. 582 (Sub-No. 1) Oral Argument

Dear Mr. Secretary:

In accordance with the Board's Decision served on February 23, 2001, in the above-referenced proceeding, this letter constitutes notification on behalf of our clients, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively "NS"), of NS' intent to participate in the oral argument scheduled for Thursday, April 5, 2001. As directed by the Board's February 23 Decision, we provide the following additional information:

(1) Issues to be addressed:

(a) Assessment of public benefits, including the implications of failing to achieve projected public benefits.

(b) Need for flexibility in the merger implementation and oversight process, including recognition that operating plans and analyses flowing from them necessarily must evolve and change.

(c) Need for flexibility in evaluating service assurance plans in the face of a dynamic marketplace.

(d) Need for expedited schedules for processing of major transactions.

In identifying these topics for argument, NS is mindful of the fact that counsel for the Association of American Railroads ("AAR") proposes to focus on the proposed rules' treatment of competitive issues, including the suggestion that merger applicants be required to propose "competition enhancing" conditions regardless of the likely competitive impacts their transaction might have. NS is vitally interested in this aspect of the proposed rules and would be

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pleased to respond to any questions the Board may have about NS' position or its comments on the proposed rules.

(2) Time requested: 10 minutes.

(3) Speaker: G. Paul Moates, Partner, Sidley & Austin, Washington, D.C.

Twenty-five copies of this letter are attached. Please direct any inquiries about this matter to the undersigned.

Sincerely,

A handwritten signature in dark ink, appearing to read "G. Paul Moates", with a long horizontal line extending to the right.

G. Paul Moates

cc: All Parties of Record